

ALVORD AND ALVORD

ATTORNEYS AT LAW

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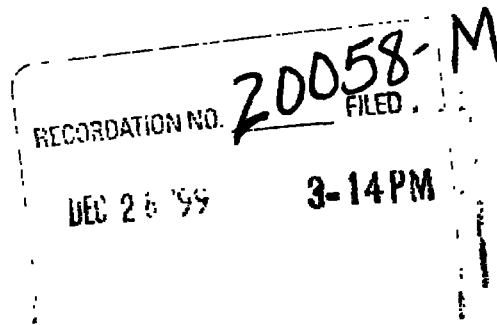
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**ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)**

**OF COUNSEL
URBAN A LESTER**

December 27, 1999

**Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423**



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of December 23, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 20058.

The names and addresses of the parties to the enclosed document are.

**Assignor: General Electric Business Asset Funding Corporation
4 North Park Drive, Suite 500
Hunt Valley, Maryland 21031**

**Assignee: The Andersons, Inc.
PO Box 119
Maumee, OH 43537**

A description of the railroad equipment covered by the enclosed document is:

two hundred forty six (246) covered hopper railcars bearing DME (formerly CR) reporting marks and road numbers set forth on the schedule attached hereto.

Mr. Vernon Williams
December 27, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

Exhibit "A"

This Exhibit "A" is attached to and made part of that Lease Closing Schedule by and between MetLife Capital, Limited Partnership as Lessor, and Dakota, Minnesota & Eastern Railroad Corporation as Lessee.

Original Mark/Number	New Mark/Number
1. CR886009	Same
2. CR886014	Same
3. CR886107	Same
4. CR886131	Same
5. CR886132	Same
6. CR886134	Same
7. CR886156	Same
8. CR886176	Same
9. CR886216	Same
10. CR886229	Same
11. CR886231	Same
12. CR886247	Same
13. CR886261	Same
14. CR886272	Same
15. CR886312	Same
16. CR886319	Same
17. CR886321	Same
18. CR886501	Same
19. CR886517	Same
20. CR886568	Same
21. CR886572	Same

Original Mark/Number	New Mark/Number
22. CR886686	Same
23. CR886729	Same
24. CR886788	Same
25. CR886852	Same
26. CR886872	Same
27. CR886922	Same
28. CR886952	Same
29. CR886979	Same
30. CR887021	Same
31. CR887089	Same
32. CR887117	Same
33. CR887118	Same
34. CR887123	Same
35. CR887420	Same
36. CR887432	Same
37. CR887595	Same
38. CR887633	Same
39. CR887739	Same
40. CR887811	Same
41. CR887933	Same
42. CR887960	Same
43. CR887962	Same
44. CR887964	Same
45. CR887976	Same
46. CR887979	Same
47. CR887980	Same
48. CR887984	Same

Original Mark/Number	New Mark/Number
49. CR887986	Same
50. CR888000	Same
51. CR888026	Same
52. CR888035	Same
53. CR888062	Same
54. CR888215	Same
55. CR888223	Same
56. CR888295	Same
57. CR888356	Same
58. CR888366	Same
59. CR888553	Same
60. CR888557	Same
61. CR889512	Same
62. CR889546	Same
63. CR889789	Same
64. CR890823	Same
65. CR890842	Same
66. CR890899	Same
67. CR890916	Same
68. CR891029	Same
69. CR891048	Same
70. CR891079	Same

Original Mark/Number	New Mark/Number
1. CR887528	DME47287
2. CR890843	DME46060

<u>Old Car #</u>	<u>New Car #</u>
CR 887813	DME 44003
CR 886296	DME 44010
CR 886964	DME 45010
CR 886821	DME 45011
CR 886854	DME 45012
CR 887898	DME 46013
CR 886314	DME 46015
CR 891057	DME 46033
CR 888580	DME 46056
CR 888319	DME 46057
CR 888748	DME 46062
CR 886561	DME 46069
CR 887959	DME 46093
CR 886310	DME 46094
CR 888337	DME 46096
CR 886355	DME 46115
CR 887913	DME 47015
CR 887941	DME 47029
CR 887917	DME 47030
CR 886207	DME 47032
CR 890871	DME 47055
CR 890859	DME 47056
CR 890908	DME 47059
CR 888411	DME 47063
CR 888504	DME 47067
CR 890950	DME 47071
CR 888509	DME 47104
CR 886599	DME 47108
CR 890951	DME 47118
CR 890910	DME 47121
CR 890936	DME 47129
CR 890945	DME 47139
CR 890887	DME 47141
CR 890863	DME 47148
CR 890958	DME 47154
CR 886896	DME 47160
CR 886595	DME 47161 47110
CR 889768	DME 47185
CR 889452	DME 47190
CR 889297	DME 47195
CR 889269	DME 47198
CR 889052	DME 47202
CR 887314	DME 47209
CR 887362	DME 47216
CR 887203	DME 47223
CR 887218	DME 47232
CR 887183	DME 47234
CR 887116	DME 47237
CR 887281	DME 47238
CR 887079	DME 47241
CR 887066	DME 47242
CR 887304	DME 47248
CR 887425	DME 47261
CR 887412	DME 47265
CR 887704	DME 47275
CR 887625	DME 47281
CR 887547	DME 47285

OLD CAR

NEW CAR

CR	886606	DME	47105
CR	887356	DME	47215
CR	888590	DME	47114
CR	890924	DME	47133
CR	888473	DME	47075
CR	888867	DME	47194
CR	886268	DME	46116
CR	887981	DME	46091
CR	887288	DME	47212
CR	887936	DME	47010
CR	890954	DME	47151
CR	888498	DME	47082
CR	888534	DME	47097
CR	890930	DME	47132
CR	889999	DME	47004
CR	886276	DME	46083
CR	891017	DME	46001
CR	888629	DME	46043
CR	887494	DME	47256
CR	886255	DME	46084
CR	891078	DME	46095
CR	887544	DME	47262
CR	888540	DME	47095
CR	890903	DME	47115
CR	888415	DME	47083
CR	886169	DME	46100
CR	889592	DME	47176
CR	887968	DME	46081
CR	887963	DME	46088
CR	886605	DME	47090
CR	886367	DME	47023
CR	886121	DME	46028
CR	887886	DME	46022
CR	888351	DME	47169
CR	888457	DME	47077
CR	890868	DME	47146
CR	889799	DME	47187
CR	887911	DME	47012
CR	886616	DME	47087
CR	888712	DME	46037
CR	887278	DME	47230
CR	888523	DME	47101
CR	887330	DME	47213
CR	888566	DME	47092
CR	88854201	DME	47113
CR	890906	DME	47116
CR	887459	DME	47258
CR	890917	DME	47130
CR	888423	DME	47065
CR	888539	DME	47096

OLD CAR #
NEW CAR #

CR 887810

DME 44007

CR 886969

DME 45000

CR 886935

DME 45003

CR 886914

DME 45004

CR 888383

DME 46003

CR 888381

DME 46008

CR 890989

DME 46009

CR 886076

DME 46017

CR 886007

DME 46018

CR 886098

DME 46019

CR 890844

DME 46034

CR 890972

DME 46045

CR 888048

DME 46051

CR 886549

DME 46054

CR 891023

DME 46061

CR 886555

DME 46068

CR 886230

DME 46076

CR 886297

DME 46087

CR 887971

DME 46089

CR 886135

DME 46109

CR 886449

DME 46117

CR 886172

DME 47013

CR 886151

DME 47019

CR 886163

DME 47024

CR 891016

DME 47035

CR 886591

DME 47054

CR 890852

DME 47057

CR 890921

DME 47062

CR 890962

DME 47070

CR 888537

DME 47091

CR 890904

DME 47119

CR 890895

DME 47123

CR 890933

DME 47131

CR 890918

DME 47134

CR 890861

DME 47144

CR 890957

DME 47145

CR 890866

DME 47147

CR 890853

DME 47153

CR 890959

DME 47155

CR 888330

DME 47171

CR 889655

DME 47179

CR 888950

DME 47201

CR 887143

DME 47205

CR 887159

DME 47219

CR 887193

DME 47220

CR 887177

DME 47235

CR 887591

DME 47263

CR 887403

DME 47268

CR 887677

DME 47272

CR 887746

DME 47280

OLD CAR #	NEW CAR #
CR 887823	DME 44001
CR 887828	DME 44008
CR 890850	DME 46036
CR 888644	DME 46042
CR 888397	DME 46004
CR 888280	DME 46052
CR 888246	DME 46055
CR 886692	DME 46067
CR 887850	DME 46014
CR 888594	DME 46070
CR 887928	DME 47016
CR 887940	DME 47017
CR 887952	DME 47025
CR 886146	DME 47026
CR 887923	DME 47027
CR 887935	DME 47028
CR 886179	DME 47033
CR 886832	DME 47165
CR 888347	DME 47166
CR 886905	DME 47167
CR 888385	DME 46007

DEC 28 '99

3-14PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Assignment") is made and entered into as of December 23, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and THE ANDERSONS, INC. ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as lessor, and Dakota, Minnesota & Eastern Railroad Corporation, as lessee ("Lessee"), have heretofore entered into that certain Master Equipment Lease Agreement dated May 6, 1996 (the "Lease"), pertaining to the railcars described in the Lease (the "Railcars"). The Lease was filed on May 14, 1996 under Recordation Number 20058 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: 

Name: Steven J. Williams

Title: Transaction and
Syndication Manager

ASSIGNEE:

THE ANDERSONS, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: _____

Name: Steven J. Williams

Title: Transaction and
Syndication Manager

ASSIGNEE:

THE ANDERSONS, INC.

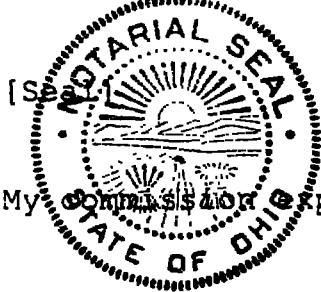
By: Gary Smith

Name: Gary Smith

Title: Vice President, Finance & Treasurer

STATE OF OHIO)
) ss.
COUNTY OF Lucas)

On this 23rd day of December, 1999, before me appeared Gary Smith, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that [he] [~~she~~] is the Vice President, Finance & Treasurer of THE ANDERSONS, INC. and that, being duly authorized, [he] [she] signed such instrument as a free act on behalf of said corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 23 day of December, 1999, before me appeared Steven J. Williams, the person who signed the foregoing Memorandum of Assignment of Lease Agreement, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Lorie A. Clements
Notary Public

My commission expires: April 9, 2002



LORIE A. CLEMENTS
NOTARY PUBLIC - MARYLAND
BALTIMORE COUNTY
My Comm. Exp. April 9, 2002